

**AMENDED AND RESTATED BYLAWS
OF
ENDEAVOR HALL**

ARTICLE I ORGANIZATION

1. The name of the organization shall be Endeavor Hall.
2. The organization shall not have a seal but may design a logo.
3. The organization may at its pleasure by a vote of the Board of Directors change its name with a 2/3rds vote, pending approval from the authorizer.

ARTICLE II PURPOSES

Endeavor Hall, a Charter School, has been formed, and established to provide public education pursuant to Utah Charter School laws.

ARTICLE III GOVERNANCE

Endeavor Hall shall be governed by the Board of Directors. All procedures; rights and duties for the proper operation of the Board of Directors are outlined by the Board of Directors. The duties, rights, responsibilities and authority of the Board of Directors are as found in the charter and as outlined below.

ARTICLE IV COMMITTEES

The Board of Directors may appoint all committees of Endeavor Hall and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

The Board of Directors shall govern Endeavor Hall. The total number of members shall be at least five. The Board of Directors shall be made up of the Directors at the time of the adoption of these Bylaws, and other members appointed consistent with these Bylaws. Appointed Directors shall hold office until such time as the member resigns or is removed consistent with these bylaws, or has completed five consecutive three-year terms.

The Board of Directors shall have the control and management of the affairs and business of Endeavor Hall. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened after due notice to the public of such meeting. Notice shall be given

to the Directors and the public at least 24 hours before any meeting; provided, however, that notice need not be given to Directors when it is not required to be given by the Utah Revised Nonprofit Corporation Act.

A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held not less than quarterly on a schedule adopted by the Board of Directors. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

A member may be removed when sufficient cause exists for such removal and by two-thirds (2/3) vote of the remaining members. The Board of Directors may entertain charges against any member. At any hearing for removal, the accused member may be represented by Board of Directors. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of Endeavor Hall.

Vacancies on the Board of Directors shall be filled by a vote of a majority of the remaining Directors, even if less than a quorum, subject to approval of the Utah State Charter Schools Board (“USCSB”) as set forth below.

At the election or appointment of any new Director, the Corporation’s Secretary shall send written notice to the Director of USCSB, by certified mail with return receipt requested. The notice shall include the identity of the nominated Director(s) and a request for approval of the appointment of the nominated Director. USCSB will have sixty (60) days to approve or reject the nomination of the Director. If USCSB fails to act within the sixty (60) days, the nomination will be deemed approved. The nominated Director may act as a Director, pending the approval or rejection of USCSB. A Director may be removed by the USCSB at any time with or without cause. Notwithstanding anything in these Bylaws to the contrary, the provisions of this Article V that give USCSB rights to approve and/or remove Directors will not be amended or altered, nor will any conflicting provisions be adopted, without the prior written consent of USCSB.

The Chair of the Board of Directors shall preside at all meetings. The Chair will be chosen by the majority vote of the Board of Directors. She/he shall be one of the officers who may sign the checks or drafts of the organization. She/he shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice Chair shall, in the event of the absence or inability of the Chair, become acting Chair of Endeavor Hall with all the rights, privileges and powers associated with that office.

The Board of Directors shall select from one of their members a secretary. The Secretary shall keep the minutes and records of the organization. It shall be his or her duty to file any certificate

required by any statute, federal or state. She/he shall give and serve all notices to members of Endeavor Hall. She/he shall be the official custodian of the records of Endeavor Hall. She/he shall present to the membership at any meetings any communication addressed to her as Secretary of the organization. She/he shall submit to the Board of Directors any communications, which shall be addressed to him or her as Secretary of the organization. She/he shall exercise all duties incident to the office of Secretary.

Board of Directors shall select from one of their members a Treasurer. The Treasurer shall assist in the care and custody of monies belonging to the organization. She/he shall be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. She/he shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. She/he shall exercise all duties incident to the office of Treasurer.

The Board of Directors shall authorize the hiring and fix the compensation of the School Administration and Business Services Provider. The Principal shall authorize the hiring and set the compensation of all other employees, subject to the approval of the Board of Directors.

ARTICLE VI INDEMNIFICATION

Endeavor Hall shall indemnify any and all persons who may serve or who have served at any time as members or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, Board of Directors fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been members or officers, except in relation to matters as to which any such member or officer or former member or officer shall be adjudged in any action, suit, or proceeding to be liable for his or her own negligence or misconduct in the performance of his or her duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof may be paid by Endeavor Hall in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Board of Directors to repay such amount unless it shall ultimately be determined that he or he/she is entitled to be indemnified by Endeavor Hall. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members, or otherwise.

ARTICLE VII AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the Board of Directors; provided that no amendment that diminishes the rights

of USCSB shall be adopted without the approval of USCSB. Any such amendments shall be consistent with the Corporation's status as a tax exempt organization under Code Section 501(c)(3).

In all cases, these Bylaws shall be compliant with Utah and Federal statutes and rules governing Charter Schools. In cases of any current or future conflict, the statute or rule shall govern.

As adopted by the directors the 29th of November, 2012.